

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
JACKSON DIVISION

OLIVIA Y., *et al.*

PLAINTIFFS

v.

CIVIL ACTION NO. 3:04CV251LN

HALEY BARBOUR, as Governor of the State of Mississippi, *et al.*

DEFENDANTS

DECLARATION OF STEPHEN H. LEECH, JR.

1. My name is Stephen H. Leech, Jr. I am a resident of the State of Mississippi and I am competent to testify. I am testifying from personal knowledge. I give this declaration in support of the Unopposed Motion for Approval of Settlement Regarding Plaintiffs' Attorneys' Fees and Order of Notice to the Class.

2. Together with Marcia Robinson Lowry, Eric Thompson, John Lang, and Wayne Drinkwater, I have been lead counsel for the plaintiff class in this case. I have practiced law in Mississippi for 23 years. During 15 of those years, I was a partner in the Phelps Dunbar law firm. For the last 7 years, I have practiced in my own firm as a sole practitioner. I have extensive experience litigating complex federal and state cases in Mississippi and across the country.

3. I am a member of the bar of this Court and the United States District Court for the Northern District of Mississippi, the Bar of the United States Supreme Court, the Bar of the Fifth Circuit and have been admitted in various other courts and jurisdictions. I am a 1983 graduate of the Mississippi College School of Law where I was a member of the

law review and the Moot Court Board. Prior to practicing law, I was in senior management of Trustmark National Bank in Jackson.

4. My practice is primarily construction, bankruptcy and business litigation and corporate and commercial transactions. I have held an “AV” rating from Martindale-Hubbell for 15 years. I have served on the Ethics Committee of the Mississippi Bar. I have written and lectured for several continuing legal education programs in Mississippi.

5. I have become familiar with the economics of law practice, billing rates, billing practices, the cost and recovery of litigation support services and the setting and collection of legal fees in a variety of circumstances, including cases presenting professional demands, factual and legal complexity, and risk and expense levels comparable to the instant case. I have derived this knowledge from personal experience negotiating fee agreements with sophisticated consumers of legal services, billing and collecting fees and expenses from clients and/or adverse parties in the legal marketplace, and regularly representing plaintiffs and defendants on an hourly rate basis as well as on contingent fee arrangements.

6. I am familiar with the standard hourly rates that my firm customarily charges for professional services delivered to clients: (a) who hire me for a particular case or matter on a purely hourly basis and generally pay their bills within a 30-60 day cycle; (b) who take full responsibility for the expenses of their case and relieve my firm of any financial risk associated with carrying case expenses for an indefinite period of time; (c) who agree to pay the firm its fee calculated on an hourly basis without regard to the ultimate result obtained in the case; and (d) for who neither a premium billing rate

arrangement nor a discounted billing rate arrangement is appropriate and agreed to in advance.

7. I expended a total of 312.50 hours on this action between January 2004 and November 2007. Attachment A is a summary of: (a) the total billable hours performed by the firm on this case through November 30, 2007 and (b) case expenses advanced by the firm in this case through November 30, 2007. The compilation of itemized time records set forth in Attachment A was generated from a database of entries created in the ordinary course of the firm's business by persons with actual knowledge of the events recorded at or about the time of the events recorded, and which have been maintained in the ordinary course of the firm's business. I have personally reviewed the entries and reduced or written off charges which I deemed, in the exercise of billing judgment, excessive.

8. I believe Attachment A to be an accurate and reliable account of the work performed and expenses incurred by the firm in this case to prosecute the class claims against the Defendants. The work performed by the firm included reviewing and editing pleadings, consulting with Plaintiffs' counsel on strategy, preparation of Plaintiffs' experts, preparation of fact witnesses, trial preparation, attendance at Court hearings and conferences, and meetings with counsel for the Defendants.

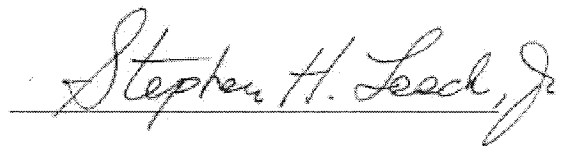
9. The parties' Fees Agreement represents attorney rates well below my regular rates. My Standard Hourly Rate is \$325.00 per hour. My rate is in keeping with the prevailing rates of attorneys in Mississippi with comparable levels of experience and expertise. Under the parties' Fees Agreement, I will be compensated at \$225 per hour. All of my hourly rates in litigation cases in which fees exceeded \$10,000, including cases

in the federal district courts and bankruptcy courts, have equaled or exceeded \$225 per hour since the year 2000. The agreed rate of \$225 per hour clearly meets the standard of fair, reasonable and consistent with the hourly rates of the Mississippi marketplace for the price of legal services of comparable quality rendered in cases demanding skill, judgment and performance.

10. The expenses reflected in Attachment A were actually expended to prosecute this action. These expenses were reasonable and necessary to protect the interests of the class. Furthermore, in this matter, plaintiffs were required to advance significant out-of-pocket expenses, and class counsel's compensation was entirely contingent upon prevailing in this action. It is my opinion and belief that given the risks apparent from the outset of this action, counsel with the experience and qualifications to perform the work necessary in this case would have found this endeavor unattractive from a cost and risk perspective.

I declare under penalty of perjury that the fore going is true and correct.

Executed this 16th day of April, 2008.



Stephen H. Leech, Jr.

Sworn to and subscribed this the 16th day of April, 2008.



Notary Public

My commission expires:

9-8-2010



ATTACHMENT A

STEPHEN H. LEECH, JR.
ATTORNEY AT LAW

PHYSICAL ADDRESS:
618 CRESCENT BOULEVARD, SUITE 103
RIDGELAND, MS 39157

MAILING ADDRESS:
P.O. BOX 3623
JACKSON, MS 39207

Children's Rights

Page: 1
November 28, 2007
Account No: 1037-01M
Statement No: 1829

Interim Statement

*Payments received after 11/28/07
are not included on this statement.*

Fees

	Hours	
01/13/04		
SHL Review investigation memos and legal memos.	2.50	812.50
01/14/04		
SHL Meet with M. Lowry, S. Nothenberg, and J. Lang. Meet with them and W. Drinkwater.	4.00	1,300.00
02/17/04		
SHL Review additional investigation/contact memos.	4.50	1,462.50
SHL Conference call.	0.50	162.50
02/19/04		
SHL Review complaint	3.00	975.00
02/20/04		
SHL Complete review of complaint. Emails to S. Nothenberg re: Catholic Charities and Media cont'cts. Review legal research material. Westlaw research.	3.00	975.00
02/24/04		
SHL Review revised complaint.	2.00	650.00
02/25/04		
SHL Continue review of complaint. Conference call.	1.50	487.50

Children's Rights

Page: 2
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
02/27/04		
SHL Meeting with plaintiff. Meeting with CAC Executive Director.	0.75	243.75
03/02/04		
SHL Conference call with attorneys.	0.25	81.25
03/03/04		
SHL Meeting with J. McBride to discuss community/clergy contacts.	1.25	406.25
03/04/04		
SHL Emails to set up meetings with community leaders. Review updates on amend plaintiffs.	0.25	81.25
03/11/04		
SHL Review contact memos. Email to S. Nothenberg	0.50	162.50
03/18/04		
SHL Attend meeting at Mississippi Center for Justice.	3.00	975.00
03/19/04		
SHL Conference call with media consultant.	1.00	325.00
03/22/04		
SHL Review agenda. Review media plan. Draft resume. Conference call concerning media strategy.	1.50	487.50
03/23/04		
SHL Call with Clarion Ledger editor. Travel to meeting with Clarion Ledger editor, David Hampton. Attend meeting.	1.50	487.50
03/24/04		
SHL Meeting with counsel to discuss complaint, media strategy, and other		

Children's Rights

Page: 3
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
issues.	3.00	975.00
SHL Call with D. Hampton. Email to other counsel.	0.25	81.25
SHL Consider contacts with legislators. Email.	0.50	162.50
03/25/04		
SHL Call to S. Nothenberg. Emails with G. Knox re: article about MDHS in the Clarion Ledger.	0.50	162.50
SHL Call with W. Drinkwater.	0.25	81.25
03/26/04		
SHL Call to S. Nothenberg	0.25	81.25
SHL Review form of pro hac vice motions.	0.25	81.25
SHL Review documents	1.50	487.50
04/05/04		
SHL Case analysis concerning discrimination claim. Read memo concerning potential plaintiff. Read other memos concerning medics.	2.00	650.00
04/09/04		
SHL Review proposed orders.	0.50	162.50
05/03/04		
SHL Calls to AG's office and magistrate's clerk. Conference call with all lawyers.	0.75	243.75
05/04/04		
SHL Call from G. Nothenberg requesting draft of settlement memo.	0.50	162.50
05/06/04		
SHL Conference call with expert D.		

Children's Rights

Page: 4
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
DePanfiles.	0.50	162.50
05/10/04 SHL Review memo concerning Mississippi regs on CPS documentation.	0.25	81.25
05/14/04 SHL Review comments from counsel in emails concerning developments in DHS crisis. Research Operation Shoestring and telefax documents.	1.00	325.00
05/17/04 SHL Review list for conference call re: attorney meeting. Review other documents.	0.50	162.50
05/18/04 SHL Conference call with all counsel. Call newspaper. Review revised documents.	1.50	487.50
05/19/04 SHL Review contact memos. Review agenda, confidentiality order, protective order. Call with CL reporter. Prepare for attorney meeting tomorrow.	4.00	1,300.00
SHL Attend attorney conference. meeting with newspaper. Calls to local lawyer to set up meeting. Conference with co-counsel to discuss strategy.	8.00	2,600.00
05/24/04 SHL Review settlement memo. Email comments. Telefax copy of article in CL of 5/22. Emails concerning AG opinion. Call to H. Pizzeta re: opinion. Call with J. Lang.	1.50	487.50
05/26/04 SHL Read AG opinion of May 20, 2004, concerning DHS. Telefax to other counsel		

Children's Rights

Page: 5
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
with remarks about status of legislative special session. Review Memphis newspaper article. Review case management order draft.	1.00	325.00
SHL Review Case Management Order. Review rules. Reply with comment.	0.50	162.50
05/27/04		
SHL Letters from children. Telefax to other counsel.	1.00	325.00
06/01/04		
SHL Review motions.	1.50	487.50
06/02/04		
SHL Conference call with all counsel. Review final of mandatory disclosures.	1.50	487.50
06/07/04		
SHL Call Judge Nichols office. Call with W. Drinkwater. Read letter from Judge Nichols re: Case Management Conference and decision on discovery issues. Call with M. McAnally.	0.75	243.75
06/08/04		
SHL Emails. Calls regarding change in CMC date and hearing on TRO in Chancery Court. Travel to Chancery Court to review file. Call with Judge Singletary's law clerk.	1.00	325.00
06/10/04		
SHL Review draft of brief on motion.	1.00	325.00
SHL Conference call.	0.50	162.50
06/11/04		
SHL Review brief on motion to dismiss.	4.50	1,462.50

Children's Rights

Page: 6
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
06/14/04 SHL Review our response to motion to stay discovery. Call to M. McAnally.	0.50	162.50
06/15/04 SHL CMC Conference.	0.50	162.50
06/17/04 SHL Call with Brister. Email to Lowry.	0.25	81.25
06/18/04 SHL Call with M. Lowry and B. Brister.	0.50	162.50
06/21/04 SHL Review order. Sign and deliver to W. Drinkwater.	0.25	81.25
06/24/04 SHL Read defendants rebuttal to motion to dismiss and stay cert.	0.50	162.50
06/29/04 SHL Email concerning DHS from M. Lowry. Calls to J. Smith, H. Bryan, R. Bailey concerning passage of DHS authorization. Email to other counsel concerning these conversations.	2.00	650.00
06/30/04 SHL Attend session in House voting on bill. Senate left after passing bill. Conference call to discuss failure to reauthorize.	1.75	568.75
07/01/04 SHL Conference call with plaintiffs' counsel. Call to R. Bailey to obtain copies and discuss hearing on MDHS receivership. Call with W. Drinkwater and email to plaintiffs' counsel to relate R. Bailey		

Children's Rights

Page: 7
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
comments.	1.00	325.00
07/02/04 SHL Conference call.	0.75	243.75
07/27/04 SHL Read emails re: outside counsel for defendants.	0.25	81.25
07/28/04 SHL Conference call with co-counsel re: exports.	0.25	81.25
08/04/04 SHL Call with E. Thompson. Call to T. Rushing to set up conference call tomorrow.	0.25	81.25
08/25/04 SHL Attend deposition. Meet with Children's Rights counsel. Meet with PACT group.	4.50	1,462.50
08/26/04 SHL Call to B. Brister for dates of meeting with him and management expert names.	0.25	81.25
09/15/04 SHL Calls concerning meeting with expert.	0.25	81.25
09/23/04 SHL Call to set up location for video.	0.25	81.25
09/28/04 SHL Meet with B. Brister re: expert to attend LBO hearings on DHS.	1.00	325.00
09/29/04 SHL Prepare for legislative budget hearing.	0.25	81.25
09/30/04 SHL Attend budget hearing for DHS with B.		

Children's Rights

Page: 8
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
Brister. Email to report.	2.00	650.00
10/12/04		
SHL Call from S. Nothenberg. Email to B. Mallette. Letter to B. Mallette concerning defendant's announcement that 30(b)(6) witness will not appear.	0.75	243.75
10/13/04		
SHL Call with E. Thompson. Call to Judge Nichols' chambers. Call with W. Drinkwater.	0.25	81.25
SHL Calls with Judge Nichols. Calls to arrange conference.	0.50	162.50
10/14/04		
SHL Meeting with B. Brister.	3.00	975.00
10/15/04		
SHL Read defendants' response to plaintiffs' motion to compel for protective order and for sanctions. Telefax to S. Nothenberg and J. Lang.	0.25	81.25
10/25/04		
SHL Call with B. Brister. Emails with J. Lang re: expert witness Brister.	0.50	162.50
11/01/04		
SHL Review motion to compel documents. Prepare exhibits. Serve motion. File motion. Telefax motion to S. Nothenberg.	1.00	325.00
11/16/04		
SHL Conference call with plaintiffs' lawyers. Email to C. Rent. Call to newspaper.	0.75	243.75
11/17/04		
SHL Calls with S. Hall of Scott County Times		

Children's Rights

Page: 9
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
concerning child who was victim of sexual abuse.	0.75	243.75
SHL Call with E. Thompson re: motion to compel.	0.25	81.25
11/22/04		
SHL Read and review opinion on motion to dismiss.	1.00	325.00
11/23/04		
SHL Conference call.	0.75	243.75
12/07/04		
SHL Conference call with plaintiffs' counsel.	0.50	162.50
12/21/04		
SHL Conference call. telefax amended CMO.	0.50	162.50
01/11/05		
SHL Conference call.	0.50	162.50
01/14/05		
SHL Review motion for time to respond to document request.	0.25	81.25
01/18/05		
SHL Conference call re: fundraising. Conference call re: discovery issues. Read letters. Read draft of response to defendants' motion for extension of time to produce documents.	0.75	243.75
01/19/05		
SHL Review defendant's response to motion on class certification.	1.00	325.00
01/25/05		
SHL Conference call. Send form of motion for enlargement of pages to E. Thompson.		

Children's Rights

Page: 10
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
Receive order and telefax to Children's Rights.	0.50	162.50
01/31/05		
SHL Review filings.	0.25	81.25
SHL Conference call.	0.25	81.25
02/14/05		
SHL Call to S. Nothenberg. Fedex documents.	0.25	81.25
03/01/05		
SHL Conference call.	0.25	81.25
03/14/05		
SHL Review Judge Lee's order on class cert. Calls with Corene and Jeff re: filed media comment.	1.00	325.00
03/15/05		
SHL Conference call concerning experts and discovery.	0.50	162.50
SHL Review press release. Email to D. Hampton at C-L.	0.50	162.50
03/16/05		
SHL Calls with J. Goodman. Call with M. Lowery.	0.50	162.50
SHL Call from B. Smith about potential plaintiff. Email to Children's Rights.	0.50	162.50
03/17/05		
SHL Calls with potential witness.	1.00	325.00
03/22/05		
SHL Conference call. Call with C. Brown potential witness. Email re: Cynthia Brown. Return call to D. Smith.	0.50	162.50

Children's Rights

Page: 11
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
03/23/05 SHL Emails concerning experts. Call to C. Brooking re: social science statistician. Email to R. Palmer re: same. Emails with C. Kendrick concerning possible expert from Tulane.	1.00	325.00
03/24/05 SHL Review MDHS chart of delayed investigations.	0.25	81.25
03/29/05 SHL Interview with MPB.	0.25	81.25
03/31/05 SHL Call with P. Buchanan and K. Newell re: cases of abuse.	0.50	162.50
04/05/05 SHL Conference call with other counsel.	0.25	81.25
04/06/05 SHL Call from Purvis re: picket of DHS tomorrow morning. Call to Children's Rights to report.	0.50	162.50
05/04/05 SHL Emails concerning discovery and fundraising.	0.50	162.50
05/11/05 SHL Review motion for Rule 16 conference.	0.25	81.25
05/25/05 SHL Call with E. Thompson re: order on discovery conference. Review order. Review draft of letter to counsel for defendants.	0.25	81.25

Children's Rights

Page: 12
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
05/27/05 SHL Meet to discuss contributor list.	1.00	325.00
06/10/05 SHL Review defendants' response to motion to compel.	0.50	162.50
07/11/05 SHL Conference call.	0.50	162.50
07/19/05 SHL Conference call. Call to Judge Nichols' chambers for status of motion and advise that no reply to motion 156 will be made. Research for next trial calendar of Judge Lee.	1.25	406.25
07/26/05 SHL Review motion to quash and for protective order. Conference call.	0.75	243.75
07/28/05 SHL Review correspondence concerning discovery.	0.25	81.25
07/29/05 SHL Review objection to motion to quash. Legal research. Review state's letter dated July 27.	2.00	650.00
08/02/05 SHL Conference call	0.50	162.50
SHL Call to Judge Nichols law clerk concerning motion to quash.	0.25	81.25
08/12/05 SHL Call with E. Thompson. call with Nicols law clerk. Emails to C. Kendrick re: Rule 35 expedited motion.	0.25	81.25

Children's Rights

Page: 13

November 28, 2007

Account No: 1037-01M

Statement No: 1829

	Hours	
08/15/05		
SHL Review order. Call T. Rushing re: date problem in order.	0.25	81.25
SHL Call with M. Lowery re: named plaintiff	0.25	81.25
08/23/05		
SHL Conference call.	0.25	81.25
09/07/05		
SHL Conference call. Review letter.	0.50	162.50
09/13/05		
SHL Conference call.	0.25	81.25
10/18/05		
SHL Call with E. Thompson re: response to motion to extend stay. Call to Judge Nichols clerk re: response by Thursday.	0.25	81.25
10/19/05		
SHL Review draft of plaintiff's response. Email comments.	0.25	81.25
10/25/05		
SHL Conference call with other attorneys.	0.25	81.25
11/21/05		
SHL Meeting with co-counsel re: Wade interview.	1.00	325.00
11/23/05		
SHL Meet with W. Drinkwater . Review facts. Interview with Channel 3.	2.00	650.00
12/13/05		
SHL Meet with W. Drinkwater re: legislative issues.	1.25	406.25

Children's Rights

Page: 14
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
12/20/05 SHL Conference call.	0.50	162.50
01/10/06 SHL Conference call to discuss status.	0.25	81.25
01/23/06 SHL Conference call.	0.25	81.25
01/26/06 SHL Travel and meet with P. Hurst and R. Fortenberry. Travel and call to M. Robinson re: settlement meeting.	3.50	1,137.50
02/07/06 SHL Conference call. Review rules on filing concerning expert reports. Call to T. Rushing.	1.00	325.00
02/08/06 SHL Review designations. Email E. Thompson re: suit.	0.50	162.50
02/14/06 SHL Conference call. Call with S. Kellogg.	0.50	162.50
SHL Call with E. Thompson. Call with M. Finston re: reporter questions and interview. Call with M. Thompson.	0.50	162.50
02/15/06 SHL Calls concerning media.	0.50	162.50
02/17/06 SHL Respond to legislative action issues.	1.00	325.00
02/21/06 SHL Conference call. Call placed to P. Hurst.	1.00	325.00

Children's Rights

Page: 15
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
02/28/06		
SHL Conference call.	0.50	162.50
SHL Discuss Barbour deposition. Review order. Call with E. Thompson. Call placed to R. Fortenberry.	0.50	162.50
03/01/06		
SHL Call with E. Thompson. Calls to R. Fortenberry re: deposition. Review letters.	0.50	162.50
SHL Review House committee action on SB 2388 adding repealer to DCFS statutes. Read motion.	0.50	162.50
03/10/06		
SHL Conference call concerning settlement conference.	0.50	162.50
03/14/06		
SHL Call with W. Drinkwater re: settlement.	0.25	81.25
03/15/06		
SHL Calls with M. McAnally. Review documents for settlement conference.	4.75	1,543.75
03/16/06		
SHL Attend settlement conference and conference call with defendant's lawyer.	4.50	1,462.50
04/03/06		
SHL Conference call.	0.50	162.50
04/11/06		
SHL Conference call.	0.25	81.25
04/20/06		
SHL Conference call with W. Drinkwater and M. McAnally re: settlement issues.	0.25	81.25

Children's Rights

Page: 16
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
04/21/06 SHL Conference call.	0.25	81.25
04/24/06 SHL Travel to courthouse for settlement meeting. Discuss with Judge Sumner. Meet with Wayne, Melody.	2.00	650.00
05/01/06 SHL Review memorandum. Emails to E. Thompson.	4.00	1,300.00
SHL Review defendant's motion to abstain and brief.	1.00	325.00
05/02/06 SHL Review defendant's motion for summary judgment. Call to Judge Lee to request oral argument.	1.00	325.00
05/15/06 SHL Conference call	0.25	81.25
SHL Review and analyze response to motion for abstain	0.50	162.50
05/24/06 SHL Telephone conference with E. Thompson re: trial preparation	0.25	81.25
05/25/06 SHL Telephone conference to discuss trial preparation, date with Thompson, Drinkwater, McAnally	0.25	81.25
06/19/06 SHL Conference call to discuss pretrial order.	3.00	975.00
06/20/06 SHL Call with witness.	0.25	81.25

Children's Rights

Page: 17

November 28, 2007

Account No: 1037-01M

Statement No: 1829

	Hours	
SHL Call with E. Thompson re: witnesses to add to list.	0.25	81.25
06/23/06		
SHL Call with E. Thompson re: additional witness.	0.25	81.25
SHL Call to prospective witness.	0.25	81.25
06/27/06		
SHL Conference call with other counsel for plaintiffs	0.50	162.50
SHL Call to W. O'Bryant. Call to R. Crawford.	0.50	162.50
07/07/06		
SHL Call with E. Thompson re: witnesses. Call with H. Goodman. Review motion re: witnesses.	0.50	162.50
07/10/06		
SHL Review documents for meeting with H. Goodman.	0.50	162.50
07/18/06		
SHL Conference call with other counsel.	0.25	81.25
07/31/06		
SHL Review response to motion for additional witnesses.	0.25	81.25
08/04/06		
SHL Conference call on S. Ward.	0.25	81.25
08/29/06		
SHL Review order on motion for summary judgement. Call with E. Thompson.	0.25	81.25
09/07/06		
SHL Call to Judge Lee's law clerk to discuss		

Children's Rights

Page: 18
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
pretrial conference. Email to E. Thompson.	0.25	81.25
09/12/06 SHL Conference call	0.25	81.25
09/19/06 SHL Conference call. Call to Judge Lee's chambers re: pretrial conference.	0.50	162.50
09/21/06 SHL Call with B. Brister re: meet at Woolfolk Building on Tuesday at 2:00. Call DHS to obtain copy. Email to CL. Call to law clerks re: Motion of File Supplemental Witness List. Read Pretrial Calendar.	1.00	325.00
09/26/06 SHL Attend budget hearing. Draft report to other counsel.	2.50	812.50
09/29/06 SHL Review pretrial order. Conference call.	2.75	893.75
10/10/06 SHL Conference call. Call to potential mediator.	0.25	81.25
10/24/06 SHL Conference call.	0.25	81.25
11/01/06 SHL Meet with M. Lowery to discuss meeting with Jim Hood. Meet with Jim Hood to discuss settlement.	5.00	1,625.00
11/06/06 SHL Pretrial	3.00	975.00

Children's Rights

Page: 19
 November 28, 2007
 Account No: 1037-01M
 Statement No: 1829

	Hours	
11/17/06 SHL Call with H. Goodman to set up meeting for Monday. Call to AG's office for meeting date for settlement.	0.25	81.25
11/27/06 SHL Call with H. Goodman. Draft testimony summary. Call with E. Thompson.	2.50	812.50
12/06/06 SHL Meeting with Children's Rights and with Attorney General staff re: settlement.	5.00	1,625.00
12/12/06 SHL Travel to Bradley Arant two times. Negotiations session with AG staff.	4.50	1,462.50
01/04/07 SHL Conference call to discuss settlement document changes from AG.	1.00	325.00
01/05/07 SHL Conference call.	2.50	812.50
01/09/07 SHL Conference call with AG office.	1.00	325.00
01/16/07 SHL Conference call with AG to discuss settlement.	0.50	162.50
01/23/07 SHL Conference call.	0.25	81.25
SHL Review and comment on letter to AG.	0.25	81.25
01/25/07 SHL Review draft of opposition of dismissal of two named defendants.	0.25	81.25

Children's Rights

Page: 20
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
01/29/07 SHL Review for Goodman deposition.	1.50	487.50
01/30/07 SHL Travel to Rolling Fork. Attend deposition. Travel to Jackson. Call to E. Thompson.	4.50	1,462.50
SHL Review defendants' motion to supplement.	1.00	325.00
02/02/07 SHL Conference call concerning settlement status.	0.25	81.25
02/06/07 SHL Conference call.	0.25	81.25
02/07/07 SHL Review motion for sur-reply. Call with S. Nothenberg.	0.50	162.50
02/13/07 SHL Review letter concerning defendant contact with witnesses and respond.	0.25	81.25
02/14/07 SHL Review draft of trial plan.	0.25	81.25
02/26/07 SHL Meeting with other counsel. Pretrial conference. Meeting with other counsel and trial media consultant concerning trial witnesses and exhibits.	7.00	2,275.00
02/27/07 SHL Draft letter to R. Fortenberry re: Mangold interview.	0.25	81.25
03/06/07 SHL Conference call with other lawyers.	0.25	81.25

Children's Rights

Page: 21
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
03/08/07		
SHL Review letter refusing to interview (Mangold). Email to other counsel.	0.25	81.25
SHL Contact M. Goodman. Email to E. Thompson. Letter from defendants re: no interview with Mangold. Email to other counsel.	0.50	162.50
03/12/07		
SHL Review proposed findings, trial outline, calendar for meeting tomorrow.	2.00	650.00
03/13/07		
SHL Call with H. Goodman. Call with E. Thompson.	0.25	81.25
SHL Prepare to attend all counsel trial hearing.	3.00	975.00
03/20/07		
SHL Travel to Greenville. Meet with H. Goodman. Travel to Jackson.	8.00	2,600.00
03/22/07		
SHL Conference call concerning trial preparation.	1.00	325.00
03/26/07		
SHL Meeting to discuss strategy in settlement conference. Meeting with defendant's counsel to discuss settlement.	10.00	3,250.00
03/27/07		
SHL Meeting with defendant's counsel to discuss settlement. Meeting with witness/next friend of Zelatra Williams to discuss settlement terms and status of children.	8.00	2,600.00

Children's Rights

Page: 22
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
03/28/07 SHL Call with E. Thompson re: mediator. Call to R. Anderson.	0.25	81.25
03/29/07 SHL Travel to courthouse. Appear before Judge Lee.	1.00	325.00
04/03/07 SHL Conference call. Research DHS appropriation and send to E. Thompson. Review motion for approval of settlement.	2.00	650.00
04/04/07 SHL Emails concerning mediator. Call to E. Thompson. Call to M. McAnally. Review order.	0.50	162.50
04/10/07 SHL Call with E. Thompson re: arbitrator submission.	0.25	81.25
04/13/07 SHL Work on mediator issues.	3.25	1,056.25
SHL Call to J. Roberts re: mediator position.	0.50	162.50
04/17/07 SHL Call with E. Thompson re: Judge Clark and joint mediator.	0.25	81.25
04/26/07 SHL Travel to courthouse. Hearing with Judge Lee on recusal issue and mediation. Call with M. McAnally re: hearing.	2.25	731.25
04/27/07 SHL Call with E. Thompson	0.25	81.25

Children's Rights

Page: 23
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
05/03/07 SHL Conference call with Judge Lee.	0.25	81.25
05/16/07 SHL Review press release. Send to S. Kellogg. SHL Meeting with plaintiffs counsel to discuss fairness hearing tomorrow.	0.25 1.00	81.25 325.00
05/17/07 SHL Attend fairness hearing and mediation session.	4.50	1,462.50
05/22/07 SHL Conference call. Emails concerning contact with R. Agnew and Named Parties Agreement. Set up calendars for deadlines and meetings.	3.00	975.00
05/24/07 SHL Review confidential memorandum to mediator. Review Taylor deposition.	0.50	162.50
05/29/07 SHL Conference call with plaintiff's counsel. Call with E. Thompson re: mediation on Thursday. Review submission to mediator order on confidentiality agreement and exchanges negotiating named party issues.	2.00	650.00
05/31/07 SHL Meeting to prepare for mediation session. Mediation session on named plaintiffs agreements.	5.00	1,625.00
06/13/07 SHL Meeting for mediation of defendant's plan.	6.00	1,950.00

Children's Rights

Page: 24
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
06/20/07 SHL Legal research concerning binding mediation. Send email to M. Lowry.	1.50	487.50
07/02/07 SHL Conference call with plaintiffs concerning monitor. Call with M. Lowry to discuss issues on the call.	1.00	325.00
07/03/07 SHL Call from S. Nothenberg re: research. Send research.	0.25	81.25
07/10/07 SHL Meeting with R. Fortenberry to discuss settlement issues.	2.00	650.00
07/11/07 SHL Draft memo concerning meeting with R. Fortenberry.	1.00	325.00
07/20/07 SHL Conference call with other lawyers. Call to R. Fortenberry re: postpone mediation sessions to August 8.	1.00	325.00
08/01/07 SHL REview draft of comments to revised DHS plan.	0.50	162.50
08/03/07 SHL Review comments to defendants. Review COA letter dated 8/3.	1.50	487.50
08/07/07 SHL Review drafts of trial outline and findings of fact.	0.75	243.75
08/08/07 SHL Meet with co-counsel prior to mediation.		

Children's Rights

Page: 25
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
Meet with mediator. Conference call to discuss trial preparation.	6.00	1,950.00
08/21/07 SHL Meeting with mediator and COA. Meeting with plaintiffs' counsel.	5.00	1,625.00
08/24/07 SHL Review plaintiff's motion for court determination of scope of plaintiff's rights	0.50	162.50
09/05/07 SHL Mediation conference call	0.75	243.75
SHL Review discovery drafts	0.75	243.75
09/18/07 SHL Conference call.	0.50	162.50
SHL Review current draft of settlement plan.	1.50	487.50
09/25/07 SHL Conference call with other plaintiff counsel.	0.50	162.50
10/03/07 SHL Call with E. Thompson re: outstanding issues.	0.25	81.25
10/29/07 SHL Telephone call with R. Fortenberry Conference call re: settlement with plaintiffs counsel re: settlement and contact with Judge Lee	1.00	325.00
10/31/07 SHL Calls concerning settlement issues	1.00	325.00

Children's Rights

Page: 26
November 28, 2007
Account No: 1037-01M
Statement No: 1829

	Hours	
11/01/07		
SHL Call with E. Thompson Read settlement communications	1.00	325.00
11/07/07		
SHL Review settlement agreement in preparation for questions from media	2.00	650.00
11/08/07		
SHL Contacts with media Review final press release and filings with the court Review order for approval/hearing	1.00	325.00
11/15/07		
SHL Conference call with plaintiff's counsel	0.25	81.25
11/21/07		
SHL Conference call with plaintiff's counsel	0.50	162.50
For Current Services Rendered	312.50	
		101,562.50

Expenses

01/31/04 Facsimile costs	4.50
02/29/04 Facsimile costs	4.00
04/30/04 Facsimile costs	16.00
06/30/04 Facsimile costs	46.00
07/31/04 Facsimile costs	23.50
08/31/04 Facsimile costs	2.50
09/30/04 Facsimile costs	10.00
11/30/04 Photocopy charges	20.00
11/30/04 Facsimile costs	123.50
12/31/04 Photocopy charges	30.00
01/31/05 Facsimile costs	27.00
03/31/05 Facsimile costs	2.00
04/30/05 Facsimile costs	2.00
02/26/07 Parking	8.00
Total Expenses	319.00

Children's Rights

Page: 27
November 28, 2007
Account No: 1037-01M
Statement No: 1829

101,881.50

Balance Due

\$101,881.50